

RECEIVED

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16 AUG 2006

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Counsellors at Law
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New York, NY 10022
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F A X T R A N S M I T T A L

If problems with transmittal, call fax department at 212.813.8800.

Date	Total pages	Attorney number	Client/matter number
August 16, 2006	55		

To	Company	Fax number	Telephone
Commissioner for Patents	PCT Legal Office	571-273-0459	

From	Fax number	Telephone
Robert P. Udal (Reg. No. 56,608)	212.355.3333	212.813.8840

CERTIFICATE OF TRANSMISSION

I hereby certify that this correspondence is being facsimile transmitted to the U.S. Patent and Trademark Office's Official facsimile number 571-273-0459 on the date below.

Robert Udal 8/16/2006
Robert P. Udal Date

RECEIVED

16 AUG 2006

Legal Staff
International Division

Patent Application No. : 10/551,663
 Int. Appl. Filing Date : April 02, 2004
 Inventor : Lewis Cheng et al
 Title : ADAPTIVE ENGINE LOGIC USED IN TRAINING
 ACADEMIC PROFICIENCY
 Our Docket No. : 102907-438-NP
 Int'l Appl. No. : PCT/US2004/10222
 I. A. Filing Date : 04/02/2004
 Priority Date : 04/02/2003

Submitted herewith are the following items to be filed in the above-noted application:

- Petition Pursuant to 37 CFR 1.47(a) with Exhibits A-D;

The information contained in this communication is intended only for the personal and confidential use of the designated recipients addressed. This message may be an attorney-client communication from an attorney at the law firm of Goodwin Procter LLP and as such is privileged and confidential. If the reader of this message is not the intended recipient, you are hereby notified that you have received this communication in error, and that any review, dissemination, distribution or copying of this message is strictly prohibited. If you have received this communication in error, please notify us at the telephone number shown above, and return the original message to us by mail. Thank you.

2. 37 CFR 1.47(a) Petition Fee;
3. Declaration of Inventorship & Power of Attorney;
4. Dr. Robert P. Udal with Exhibits C-1 through C-7; and
5. Petition for Extension of Time.

Respectfully submitted for Applicant,

Robert Udal

Robert P. Udal (Reg. No. 56,608)
Richard I. Samuel, Esq. (Reg. No. 24,435)
GOODWIN PROCTER LLP
599 Lexington Avenue
New York, New York 10022
212- 813-8840

The information contained in this communication is intended only for the personal and confidential use of the designated recipients addressed. This message may be an attorney-client communication from an attorney at the law firm of Goodwin Procter LLP and as such is privileged and confidential. If the reader of this message is not the intended recipient, you are hereby notified that you have received this communication in error, and that any review, dissemination, distribution or copying of this message is strictly prohibited. If you have received this communication in error, please notify us at the telephone number shown above, and return the original message to us by mail. Thank you.

CERTIFICATE OF TRANSMISSION

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Robert Udal 8/16/2006
Robert P. Udal Date

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Patent Application No. : 10/551,663
Int. Appl. Filing Date : April 02, 2004
Inventor : Lewis Cheng et al
Title : ADAPTIVE ENGINE LOGIC USED IN TRAINING ACADEMIC PROFICIENCY
Our Docket No. : 102907-438-NP
Int'l Appl. No. : PCT/US2004/10222
I. A. Filing Date : 04/02/2004
Priority Date : 04/02/2003

Mail Stop PCT
Office of PCT Legal Administration
Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

PETITION UNDER 37 CFR § 1.47(a) FOR FILING ON BEHALF OF NON-SIGNING INVENTOR(S)

In response to the Notification of Missing Requirements Under 35 USC 371 mailed on 26 May 2006 from the United States Designated/Elected Office (DO/EO/US), Applicants hereby submit a Petition Pursuant to 37 CFR § 1.47(a) for Filing on Behalf of Non-Signing Inventor(s) and authorization to charge the petition fee to the Goodwin Procter Deposit Account. See Exhibit A for a copy of the Notification of Missing Requirements. A petition and authorization to charge the fee for one month extension of time pursuant to 37 CFR § 1.136(a) are concurrently filed to extend the time period for response from 26 July 2006 to 26 August 2006.

BACKGROUND

On 30 September 2005, Applicant, PLANETii Inc. (hereinafter "PLANETii"), doing business at 8/F, Enterprise Square 3, 39 Wang Chiu Road, Kowloon Bay, Hong Kong, filed with

the United States Patent And Trademark Office ("USPTO"), *inter alia*, basic national fee and a Transmittal Letter to The United States Designated/Elected Office (DO/EO/US) concerning a Filing Under 35 USC 371, naming Lewis Cheng, Bella Kong, Jason Ng, Simon Lee and Joshua Levine as co-inventors. No an oath or declaration was filed.

On 26 May 2006, the U.S. Designated/Elected Office (DO/EO/US) mailed a Notification of Missing Requirements requesting the (1) oath or declaration and, (2) the surcharge set forth in 37 CFR 1.492(h) for small entity in compliance with 37 CFR 1.27.

In response to the Notification, the Applicant hereby petitions the Commissioner to accept the filing of the above-identified application by it, as the party to which the invention disclosed and claimed in this application rightfully belongs, and on behalf of and as agent for the inventors. In support of this Petition and attached hereto as **Exhibit B** are copies of a combined Declaration and Power of Attorney signed by Lewis Cheng, Bella Kong, Jason Ng and Simon Lee and an addendum executed by Lewis Cheng, Cofounder and Partner of the 37 CFR 1.47(b) Applicant, PLANETii Inc.

Also submitted in support of the this Petition is a Declaration by Dr. Robert P. Udal, Applicant's patent agent in this case, to provide proof of the pertinent facts and to describe the efforts made to obtain the Mr. Levine's signature. A copy of the Declaration of Dr. Udal is hereto attached as **Exhibit C**.

Also submitted are Patent Assignment papers signed by Lewis Cheng, Bella Kong, Jason Ng, and Simon Lee, but not Joshua Levine. The signed Patent Assignment papers are hereto attached as **Exhibit D**. The signed Patent Assignment papers support the statement that the 37 CFR 1.47(b) Applicant, PLANETii, is the owner of the invention disclosed in the above-noted application and therefore has sufficient proprietary interest in the application for patent.

Based on the aforementioned Declarations and documentary evidence inventor Joshua Levine, by his behavior, has refused to execute the application papers. As of the mailing date of this Petition neither the Applicant, PLANETii, nor the Applicant's legal representative, Goodwin Procter, has received signed application papers from Mr. Levine. It is unlikely that Mr. Levine will send executed documents to the Applicant before or after the time period for response to the Notification of Missing Requirements expires.

Therefore to preserve the rights of the parties and to prevent irreparable damage it is necessary for PLANETii to make application on behalf of and as agent for the non-signing inventor pursuant to 37 C.F.R. § 1.47(a).

Should the United States Designated/Elected Office (DO/EO/US) require or consider it advisable that further action by or a personal discussion with the Applicant might be helpful in advancing this case, the United States Designated/Elected Office (DO/EO/US) is invited to telephone the undersigned.

The Commissioner is authorized to charge all required fees, including the petition fee, any additional fees, or credit any overpayment to Deposit Account 06-0923.

Respectfully submitted for Applicant,

Robert Udal
Robert P. Udal (Reg. No. 56,608)
Richard I. Samuel, Esq. (Reg. No. 24,435)
GOODWIN PROCTER LLP
599 Lexington Avenue
New York, New York 10022
212- 813-8840

12/08/2006 SBASHEIR 00000002 060923 10551663
01 FC:1463 200.00 DA
02 FC:2251 60.00 DA

Exhibit A



UNITED STATES PATENT AND TRADEMARK OFFICE

UNITED STATES DEPARTMENT OF COMMERCE
 United States Patent and Trademark Office
 Commissioner for Patents
 P.O. Box 1450
 Alexandria, Virginia 22313-1450
 www.uspto.gov

U.S. APPLICATION NUMBER NO.	FIRST NAMED APPLICANT	ATTY. DOCKET NO.
10/551,663	Lewis Cheng	102907-438-NP
INTERNATIONAL APPLICATION NO.		PCT/US04/10222
I.A. FILING DATE		PRIORITY DATE
04/02/2004		04/02/2003
CONFIRMATION NO. 4591 371 FORMALITIES LETTER  *OC000000018955906*		

Date Mailed: 05/26/2006

NOTIFICATION OF MISSING REQUIREMENTS UNDER 35 U.S.C. 371 IN THE UNITED STATES DESIGNATED/ELECTED OFFICE (DO/EO/US)

The following items have been submitted by the applicant or the IB to the United States Patent and Trademark Office as a Designated / Elected Office (37 CFR 1.495).

- Indication of Small Entity Status
- Copy of the International Application filed on 09/30/2005
- Copy of the International Search Report filed on 09/30/2005
- U.S. Basic National Fees filed on 09/30/2005
- Priority Documents filed on 09/30/2005

The applicant needs to satisfy supplemental fees problems indicated below.

The following items **MUST** be furnished within the period set forth below in order to complete the requirements for acceptance under 35 U.S.C. 371:

- Oath or declaration of the inventors, in compliance with 37 CFR 1.497(a) and (b), identifying the application by the International application number and international filing date.
- To avoid abandonment, a surcharge (for late submission of filing fee, search fee, examination fee or oath or declaration) as set forth in 37 CFR 1.492(h) of \$65 for a small entity in compliance with 37 CFR 1.27, must be submitted with the missing items identified in this letter.

SUMMARY OF FEES DUE:

Total additional fees required for this application is \$65 for a Small Entity:

- \$65 Surcharge.

ALL OF THE ITEMS SET FORTH ABOVE MUST BE SUBMITTED WITHIN TWO (2) MONTHS FROM THE DATE OF THIS NOTICE OR BY 32 MONTHS FROM THE PRIORITY DATE FOR THE APPLICATION,

WHICHEVER IS LATER. FAILURE TO PROPERLY RESPOND WILL RESULT IN ABANDONMENT.

The time period set above may be extended by filing a petition and fee for extension of time under the provisions of 37 CFR 1.136(a).

Applicant is reminded that any communications to the United States Patent and Trademark Office must be mailed to the address given in the heading and include the U.S. application no. shown above (37 CFR 1.5)

A copy of this notice MUST be returned with the response.

SHAKEEL AHMED

Telephone: (703) 308-9140 EXT 208

PART 1 - ATTORNEY/APPLICANT COPY

U.S. APPLICATION NUMBER NO.	INTERNATIONAL APPLICATION NO.	ATTY. DOCKET NO.
10/551,663	PCT/US04/10222	102907-438-NP

FORM PCT/DO/EO/905 (371 Formalities Notice)

Exhibit B

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**In Re Application of:**

First Named Lewis Cheng
Inventor:

Serial No.: 10/551,663

Filed: September 30, 2005

Title: Adaptive Engine Logic Used in
Training Academic Proficiency

Docket No.: 102907-438NP

Examiner:

Group Art Unit:

**DECLARATION AND POWER OF ATTORNEY
FOR UTILITY AND PLANT PATENT APPLICATION**

This Declaration is

Submitted with Initial Filing.
 Submitted after Initial Filing (surcharge under 37 C.F.R. 1.16(e) required).

As a below named inventor, I hereby declare that:

My residence, mailing address and citizenship are as stated below next to my name,

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention as entitled above, the specification of which

is attached hereto
 was filed on 09/30/2005 as United States Application No. 10/551,663 or PCT International Application Number _____ and was amended on _____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in 37 C.F.R. 1.56, including for continuation-in-part applications, material information which became available

I hereby claim foreign priority benefits under 35 U.S.C. 119(a)-(d) or (f), or 365(b) of any foreign application(s) for patent, inventor's or plant breeder's rights certificate(s), or 365(a) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below, by checking the box, any foreign application for patent, inventor's or plant breeder's rights certificate(s), or any PCT international application having a filing date before that of the application on which priority is claimed.

Prior Foreign Application Number(s)	Country	Foreign Filing Date (MM/DD/YYYY)	Priority Not Claimed	Certified Copy Attached? YES	Certified Copy Attached? NO
US 2004/10222	PCT	4/2/2004	[]	[]	[]
			[]	[]	[]

I hereby claim the benefit under 35 U.S.C. Section 119(e) of any United States provisional application(s) listed below:

Application Serial Number(s)	Filing Date
60/459,779	4/2/2003

I hereby claim the benefit under 35 U.S.C. Section 120 of any United States application(s), or Section 365(c) of any PCT International application designating the United States, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT International application in the manner provided by the first paragraph of 35 U.S.C. Section 112. I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known to me to be material to patentability as defined in Title 37, C.F.R., Section 1.56 which became available between the filing date of the prior application and the national or PCT International filing date of this application

Application Serial Number(s)	Filing Date	Status (pending, patented, abandoned)

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

POWER OF ATTORNEY: As a named inventor, I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

Practitioners at Customer Number 24964 → [Customer Number Bar Code Label]
 Practitioner(s) named below:

Name	Registration Number

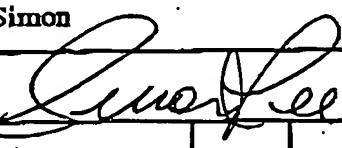
Please direct all future correspondence and telephone calls to:

<i>Attorney Name and Registration No.</i>	Richard J. Samuel, Esq. (Reg. No. 24,435)
<i>Firm Name</i>	Goodwin Procter LLP
<i>Address</i>	599 Lexington Ave
<i>City, State, Zip</i>	New York, NY 10022
<i>Telephone</i>	(212) 459-7021

Name of Inventor	[] A petition has been filed for this unsigned inventor							
<i>Given Name (first and middle)</i>	Lewis	<i>Family Name or Surname</i>		Cheng				
<i>Inventor's Signature</i>				<i>Date</i>	04/28/05			
<i>Residence: City</i>	Mountain View	<i>State</i>	CA	<i>Country</i>	USA	<i>Citizenship</i>	Canada	
<i>Mailing Address</i>	2400 W. El Camino Real, #715, Mountain View, CA 94040							
<i>City</i>	Mountain View	<i>State</i>	CA	<i>ZIP</i>	94040	<i>Country</i>	USA	

Name of Inventor		<input type="checkbox"/> A petition has been filed for this unsigned inventor					
<i>Given Name (first and middle)</i>	<i>Bella</i>		<i>Family Name or Surname</i>	<i>Kong</i>			
<i>Inventor's Signature</i>	<i>Bella</i>			<i>Date</i>	<i>Apr 28, 2005</i>		
<i>Residence: City</i>	<i>Cupertino</i>	<i>State</i>	<i>CA</i>	<i>Country</i>	<i>USA</i>	<i>Citizenship</i>	<i>Canada</i>
<i>Mailing Address</i>	<i>21732 Lindy Lane, Cupertino CA 95014, USA</i>						
<i>City</i>	<i>Cupertino</i>	<i>State</i>	<i>CA</i>	<i>ZIP</i>	<i>95014</i>	<i>Country</i>	<i>USA</i>

Name of Inventor		<input type="checkbox"/> A petition has been filed for this unsigned inventor					
<i>Given Name (first and middle)</i>	Jason		<i>Family Name or Surname</i>	Ng			
<i>Inventor's Signature</i>					<i>Date</i>		
<i>Residence: City</i>	New York	<i>State</i>	NY	<i>Country</i>	10013	<i>Citizenship</i>	USA
<i>Mailing Address</i>	50 Bayard Street #7M, New York, NY 10013, USA						
<i>City</i>	New York	<i>State</i>	NY	<i>ZIP</i>	10013	<i>Country</i>	USA

Name of Inventor		<input type="checkbox"/> A petition has been filed for this unsigned inventor					
<i>Given Name (first and middle)</i>	Simon	<i>Family Name or Surname</i>		Lee			
<i>Inventor's Signature</i>				<i>Date</i>	05/13/05		
<i>Residence: City</i>	Tsim Sha Tsui	<i>State</i>		<i>Country</i>	Hong Kong	<i>Citizenship</i>	Canada
<i>Mailing Address</i>	Flat C, 35/F, Tower 1, Sorrento, 1 Austin Rd. West, Tsim Sha Tsui, Hong Kong,						
<i>City</i>	Tsim Sha Tsui	<i>State</i>		<i>ZIP</i>		<i>Country</i>	Hong Kong

Name of Inventor		[] A petition has been filed for this unsigned inventor					
<i>Given Name (first and middle)</i>	Joshua		<i>Family Name or Surname</i>		Levine		
<i>Inventor's Signature</i>					<i>Date</i>		
<i>Residence: City</i>	Cambridge	<i>State</i>	MA	<i>Country</i>	USA	<i>Citizenship</i>	USA
<i>Mailing Address</i>	20 Dudley St #1, Cambridge, MA 02140, USA						
<i>City</i>	Cambridge	<i>State</i>	MA	<i>ZIP</i>	02140	<i>Country</i>	USA

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**In Re Application of:**

First Named Inventor: Lewis Cheng

Examiner:

Serial No.: 10/551,663

Group Art Unit:

Filed: September 30, 2005

Title: Adaptive Engine Logic Used in Training Academic Proficiency

Docket No.: 102907-438NP

**DECLARATION AND POWER OF ATTORNEY
FOR UTILITY AND PLANT PATENT APPLICATION**

This Declaration is

Submitted with Initial Filing.

Submitted after Initial Filing (surcharge under 37 C.F.R. 1.16(e) required).

As a below named inventor, I hereby declare that:

My residence, mailing address and citizenship are as stated below next to my name,

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention as entitled above, the specification of which

is attached hereto

was filed on 09/30/2005 as United States Application No. 10/551,663 or PCT International Application Number _____ and was amended on _____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in 37 C.F.R. 1.56, including for continuation-in-part applications, material information which became available

I hereby claim foreign priority benefits under 35 U.S.C. 119(a)-(d) or (f), or 365(b) of any foreign application(s) for patent, inventor's or plant breeder's rights certificate(s), or 365(a) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below, by checking the box, any foreign application for patent, inventor's or plant breeder's rights certificate(s), or any PCT international application having a filing date before that of the application on which priority is claimed.

Prior Foreign Application Number(s)	Country	Foreign Filing Date (MM/DD/YYYY)	Priority Not Claimed	Certified Copy Attached? YES	NO
US 2004/10222	PCT	4/2/2004	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I hereby claim the benefit under 35 U.S.C. Section 119(e) of any United States provisional application(s) listed below:

Application Serial Number(s)	Filing Date
60/459,779	4/2/2003

I hereby claim the benefit under 35 U.S.C. Section 120 of any United States application(s), or Section 365(c) of any PCT International application designating the United States, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT International application in the manner provided by the first paragraph of 35 U.S.C. Section 112. I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known to me to be material to patentability as defined in Title 37, C.F.R., Section 1.56 which became available between the filing date of the prior application and the national or PCT International filing date of this application

Application Serial Number(s)	Filing Date	Status (pending, patented, abandoned)

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

POWER OF ATTORNEY: As a named inventor, I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith.

Practitioners at Customer Number 24964 → [Customer Number Bar Code Label]
 Practitioner(s) named below:

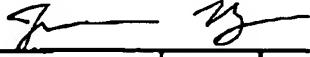
Name	Registration Number

Please direct all future correspondence and telephone calls to:

Attorney Name and Registration No.	Richard I. Samuel, Esq. (Reg. No. 24,435)
Firm Name	Goodwin Procter LLP
Address	599 Lexington Ave
City, State, Zip	New York, NY 10022
Telephone	(212)-459-7021

Name of Inventor		[] A petition has been filed for this unsigned inventor					
Given Name (first and middle)	Lewis	Family Name or Surname	Cheng				
Inventor's Signature				Date	04/28/05		
Residence: City	Mountain View	State	CA	Country	USA	Citizenship	Canada
Mailing Address	2400 W. El Camino Real, #715, Mountain View, CA 94040						
City	Mountain View	State	CA	ZIP	94040	Country	USA

Name of Inventor		<input type="checkbox"/> A petition has been filed for this unsigned inventor						
<i>Given Name (first and middle)</i>	<i>Bella</i>		<i>Family Name or Surname</i>		<i>Kong</i>			
<i>Inventor's Signature</i>	<i>Bella</i>				<i>Date</i>	<i>Apr 28, 2005</i>		
<i>Residence: City</i>	<i>Cupertino</i>	<i>State</i>	<i>CA</i>	<i>Country</i>	<i>USA</i>	<i>Citizenship</i>	<i>Canada</i>	
<i>Mailing Address</i>	<i>21732 Lindy Lane, Cupertino CA 95014, USA</i>							
<i>City</i>	<i>Cupertino</i>	<i>State</i>	<i>CA</i>	<i>ZIP</i>	<i>95014</i>	<i>Country</i>	<i>USA</i>	

Name of Inventor		[] A petition has been filed for this unsigned inventor							
<i>Given Name (first and middle)</i>	Jason		<i>Family Name or Surname</i>		Ng				
<i>Inventor's Signature</i>						<i>Date</i>	5/3/05		
<i>Residence: City</i>	New York	<i>State</i>	NY	<i>Country</i>	10013 USA	<i>Citizenship</i>	USA		
<i>Mailing Address</i>	50 Bayard Street #7M, New York, NY 10013, USA								
<i>City</i>	New York	<i>State</i>	NY	<i>ZIP</i>	10013	<i>Country</i>	USA		

Name of Inventor		[] A petition has been filed for this unsigned inventor					
<i>Given Name (first and middle)</i>	Simon		<i>Family Name or Surname</i>	Lee			
<i>Inventor's Signature</i>					<i>Date</i>		
<i>Residence: City</i>	Tsim Sha Tsui	<i>State</i>		<i>Country</i>	Hong Kong	<i>Citizenship</i>	Canada
<i>Mailing Address</i>	Flat C, 35/F, Tower 1, Sorrento, 1 Austin Rd. West, Tsim Sha Tsui, Hong Kong,						
<i>City</i>	Tsim Sha Tsui	<i>State</i>		<i>ZIP</i>		<i>Country</i>	Hong Kong

Name of Inventor		[] A petition has been filed for this unsigned inventor					
<i>Given Name (first and middle)</i>	Joshua			<i>Family Name or Surname</i>	Levine		
<i>Inventor's Signature</i>					<i>Date</i>		
<i>Residence: City</i>	Cambridge	<i>State</i>	MA	<i>Country</i>	USA	<i>Citizenship</i>	USA
<i>Mailing Address</i>	20 Dudley St #1, Cambridge, MA 02140, USA						
<i>City</i>	Cambridge	<i>State</i>	MA	<i>ZIP</i>	02140	<i>Country</i>	USA

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Application No. : Not yet assigned
First Named Inventor : Lewis Cheng et al.
Attorney Docket No. : 102907-438NP
Int'l Appl. No. : PCT/US2004/10222
I.A. Filing Date : 04/02/2004
Priority Date : 04/02/2003

ADDED PAGE TO COMBINED DECLARATION AND POWER OF ATTORNEY FOR SIGNATURE BY PERSON WITH SUFFICIENT PROPRIETARY INTEREST WHERE AN INVENTOR IS UNAVAILABLE TO SIGN AND ON BEHALF OF ALL THE INVENTORS WHO REFUSE TO SIGN OR CANNOT BE REACHED (37 CFR 1.47(B))

I, Lewis Cheng, hereby declare as follows:

1. I am a citizen of Canada currently residing at #34B, 3 Seymour Road, Mid Levels, Hong Kong.
2. I am Cofounder and Partner of, and authorized by the following juristic entity with sufficient proprietary interest in the above-identified application:

Planetii USA, Inc.
2311 City Place
Edgewater, NJ 07020
USA (hereinafter "Planetii")

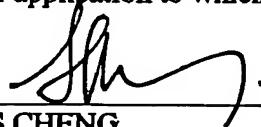
3. By virtue of Planetii's proprietary interest, I sign this Declaration on behalf of, and as agent for the following non-signing inventor who either refuses to sign or cannot be found or located. The name and last known address of the non-signing inventor is:

Joshua Levine
20 Dudley Street - #1
Cambridge, MA 02140
USA

4. Upon information and belief, I aver those facts that the inventor is required to state, 37 CFR 1.64(b).
5. To preserve the rights of the parties and to prevent irreparable damage, it is now necessary for Planetii to make application on behalf of and as agent for the above nonsigning inventor pursuant to 37 C.F.R. § 1.47(b) because the filing date of this application is required to make a claim of priority to International Application Number PCT/US04/10222, filed April 2, 2004, entitled "Adaptive Engine Logic Used in Training Academic Proficiency," which claims priority to U.S. Patent Application 60/459,773, filed April 2, 2003.

I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001 and that such false statements may jeopardize the validity of this document and application to which it relates.

Date: September 27, 2005



LEWIS CHENG

PTO/SB/17 (01-06)

Approved for use through 07/31/2006. OMB 0651-0032
U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number

Fees pursuant to the Consolidated Appropriations Act, 2006 (H.R. 4818).

**FEE TRANSMITTAL
For FY 2006** Applicant claims small entity status. See 37 CFR 1.27

TOTAL AMOUNT OF PAYMENT (\$)

200

Complete If Known

Application Number	10/551,663
Filing Date	30 September 2005
First Named Inventor	Lewis Cheng et al
Examiner Name	
Art Unit	
Attorney Docket No.	102907-438-NP

METHOD OF PAYMENT (check all that apply) Check Credit Card Money Order None Other (please identify): Deposit Account Deposit Account Number 06-0923 Deposit Account Name Goodwin Procter LLP

For the above-identified deposit account, the Director is hereby authorized to: (check all that apply)

<input checked="" type="checkbox"/> Charge fee(s) indicated below	<input type="checkbox"/> Charge fee(s) indicated below, except for the filing fee
<input checked="" type="checkbox"/> Charge any additional fee(s) or underpayments of fee(s) under 37 CFR 1.16 and 1.17	<input checked="" type="checkbox"/> Credit any overpayments

WARNING: Information on this form may become public. Credit card information should not be included on this form. Provide credit card information and authorization on PTO-2038.

FEE CALCULATION (All the fees below are due upon filing or may be subject to a surcharge.)**1. BASIC FILING, SEARCH, AND EXAMINATION FEES**

Application Type	FILING FEES		SEARCH FEES		EXAMINATION FEES		Fee Paid (\$)
	Fee (\$)	Small Entity Fee (\$)	Fee (\$)	Small Entity Fee (\$)	Fee (\$)	Small Entity Fee (\$)	
Utility	300	150	500	250	200	100	
Design	200	100	100	50	130	65	
Plant	200	100	300	150	160	80	
Reissue	300	150	500	250	600	300	
Provisional	200	100	0	0	0	0	

2. EXCESS CLAIM FEESFee Description

Each claim over 20 (including Reissues)

Small Entity Fee (\$)

50 25

Each independent claim over 3 (including Reissues)

200 100

Multiple dependent claims

360 180

Total ClaimsExtra ClaimsFee (\$)Fee Paid (\$)Multiple Dependent ClaimsFee (\$) Fee Paid (\$)

- 20 or HP = _____ x _____ = _____

HP = highest number of total claims paid for, if greater than 20.

Indep. Claims Extra Claims Fee (\$) Fee Paid (\$)Fee (\$) Fee Paid (\$)

- 3 or HP = _____ x _____ = _____

HP = highest number of independent claims paid for, if greater than 3.

3. APPLICATION SIZE FEE

If the specification and drawings exceed 100 sheets of paper (excluding electronically filed sequence or computer listings under 37 CFR 1.52(c)), the application size fee due is \$250 (\$125 for small entity) for each additional 50 sheets or fraction thereof. See 35 U.S.C. 41(a)(1)(G) and 37 CFR 1.16(s).

Total Sheets Extra Sheets Number of each additional 50 or fraction thereof Fee (\$) Fee Paid (\$)

- 100 = _____ / 50 = _____ (round up to a whole number) x _____ = _____

4. OTHER FEE(S)

Non-English Specification, \$130 fee (no small entity discount)

Fee Paid (\$)

Other (e.g., late filing surcharge): Petition Under 37 CFR 1.47(e)

\$ 200

SUBMITTED BY

Signature	<i>Robert Udal</i>	Registration No. (Attorney/Agent) 58,608	Telephone 212-813-8840
Name (Print/Type)	ROBERT P. UDAL		Date 8/16/2006

This collection of information is required by 37 CFR 1.136. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 30 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

PTO/SB/17 (01-06)

Approved for use through 07/31/2008, OMB 0851-0032
U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

Under the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number.

Fees pursuant to the Consolidated Appropriations Act, 2005 (H.R. 4818).

**FEE TRANSMITTAL
For FY 2006** Applicant claims small entity status. See 37 CFR 1.27

TOTAL AMOUNT OF PAYMENT (\$)

200

Complete If Known

Application Number	10/551,663
Filing Date	30 September 2005
First Named Inventor	Lewis Cheng et al
Examiner Name	
Art Unit	
Attorney Docket No.	102907-438-NP

METHOD OF PAYMENT (check all that apply)

Check Credit Card Money Order None Other (please identify): _____

Deposit Account Deposit Account Number: 06-0923 Deposit Account Name: Goodwin Procter LLP

For the above-identified deposit account, the Director is hereby authorized to: (check all that apply)

Charge fee(s) indicated below Charge fee(s) indicated below, except for the filing fee

Charge any additional fee(s) or underpayments of fee(s) Credit any overpayments

WARNING: Information on this form may become public. Credit card information should not be included on this form. Provide credit card information and authorization on PTO-2038.

FEE CALCULATION (All the fees below are due upon filing or may be subject to a surcharge.)**1. BASIC FILING, SEARCH, AND EXAMINATION FEES**

Application Type	FILING FEES		SEARCH FEES		EXAMINATION FEES		Fee Paid (\$)
	Fee (\$)	Small Entity Fee (\$)	Fee (\$)	Small Entity Fee (\$)	Fee (\$)	Small Entity Fee (\$)	
Utility	300	150	500	250	200	100	
Design	200	100	100	50	130	65	
Plant	200	100	300	150	160	80	
Reissue	300	150	500	250	600	300	
Provisional	200	100	0	0	0	0	

2. EXCESS CLAIM FEES**Fee Description**

Each claim over 20 (including Reissues)

Small Entity**Fee (\$)**

50 25

Each independent claim over 3 (including Reissues)

200 100

Multiple dependent claims

360 180

Total Claims	Extra Claims	Fee (\$)	Fee Paid (\$)
--------------	--------------	----------	---------------

Multiple Dependent Claims**Fee (\$)**

Fee (\$)

- 20 or HP = _____ x _____ = _____

HP = highest number of total claims paid for, if greater than 20.

Indep. Claims	Extra Claims	Fee (\$)	Fee Paid (\$)
---------------	--------------	----------	---------------

Fee (\$)

Fee (\$)

- 3 or HP = _____ x _____ = _____

HP = highest number of independent claims paid for, if greater than 3.

3. APPLICATION SIZE FEE

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Total Sheets	Extra Sheets	Number of each additional 50 or fraction thereof	Fee (\$)	Fee Paid (\$)
--------------	--------------	--	----------	---------------

- 100 = _____ / 50 = _____ (round up to a whole number) x _____ = _____

4. OTHER FEE(S)

Non-English Specification, \$130 fee (no small entity discount)

Fee Paid (\$)

Other (e.g., late filing surcharge): Petition Under 37 CFR 1.47(a)

\$ 200

SUBMITTED BY

Signature	Robert P. Udal	Registration No. (Attorney/Agent) 56,608	Telephone 212-813-8840
Name (Print/Type)	ROBERT P. UDAL		Date 8/16/2006

This collection of information is required by 37 CFR 1.136. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.14. This collection is estimated to take 30 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

Exhibit C

CERTIFICATE OF TRANSMISSION

I hereby certify that this correspondence is being facsimile transmitted to the U.S. Patent and Trademark Office's official facsimile number 571-273-0459 on August 16, 2006.

Robert Udal

8/16/2006

Robert P. Udal

Date

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Patent Application No. : 10/551,663
Int. Appl. Filing Date : April 02, 2004
Inventor : Lewis Cheng et al
Title : ADAPTIVE ENGINE LOGIC USED IN TRAINING
ACADEMIC PROFICIENCY
Our Docket No. : 102907-438-NP
Int'l Appl. No. : PCT/US2004/10222
I. A. Filing Date : 04/02/2004
Priority Date : 04/02/2003

Mail Stop PCT
Commissioner for Patents
Office of PCT Legal Administration
P.O. Box 1450
Alexandria, VA 22313-1450

**DECLARATION OF ROBERT P. UDAL IN SUPPORT OF SECOND RENEWED
PETITION FOR FILING ON BEHALF OF NON-SIGNING INVENTOR(S)**

I, Robert P. Udal, declare as follows:

1. I am a patent agent with Goodwin Procter LLP, Applicant's legal representative of record in this case.
2. This declaration is submitted in support of Applicant, PLANETii's Petition for Filing on Behalf of Non-signing Inventor(s).
3. I have thoroughly reviewed the contents of the Goodwin Procter's file of the above-identified patent application.

4. According to a printout of an e-mail by Patrice A. King, a former Goodwin Procter Attorney, who was responsible for the above-noted application, copies of Declaration of Inventorship, Patent Assignment and PCT Publication No. WO 2004090834 were sent from Patrice A. King e-mail account, via an e-mail dated 13 April 2005, to Mr. Joshua Levine at e-mail address josh@hookerstreetband.com. A copy of the e-mail printout is hereto attached as **Exhibit C-1**.

5. Also according to the e-mail printout the same e-mail text and attached documents were simultaneously sent to Mr. Lewis Cheng at e-mail address lewis.cheng@planetii.com. The e-mail also contained the phrase "Via E-mail and Federal Express."

6. According to the Goodwin Procter's Application file a FedEx Label, dated 13 April 2005, was created for the Federal Express mail referenced in the e-mail printout identified in paragraph 4. A copy of the FedEx Label is hereto attached as **Exhibit C-2**.

7. The FedEx label discussed in paragraph 6 was stapled to a letter addressed to Joshua Levine. A copy of the letter is hereto attached as **Exhibit C-3**. According to this letter a Declaration of Inventorship, Patent Assignment and a copy of the published application were concurrently sent via the FedEx mail to Mr. Levine. The letter also instructed Mr. Levine to return a copy of the executed documents to Goodwin Procter via e-mail or facsimile and by mail.

8. According to the Goodwin Procter's Application file a reminder letter dated 18 May 2005 and stamped with the word "REMINDER" was sent to Mr. Levine. A copy of the reminder letter is hereto attached as **Exhibit C-4**.

9. Also according to the Goodwin Procter's file a reminder e-mail dated 17 May 2005 and having the word "REMINDER" in the Subject and the Body of the e-mail was sent to

Joshua Levine at josh@hookerstreetband.com. A copy of the printout of the reminder e-mail is hereto attached as **Exhibit C-5**.

10. Also according to the Goodwin Procter's file a second reminder e-mail dated 19 September 2005 and having the phrase "URGENT REMINDER" both in the Subject and the Body of the e-mail was sent to Joshua Levine at josh@hookerstreetband.com. A copy of the printout of the second reminder e-mail is hereto attached as **Exhibit C-6**.

11. Also according to the Goodwin Procter's file a reminder letter having the word "REMINDER" and the phrase "DEADLINE OCTOBER 1, 2005" was stapled to a FedEx Label with a Ship Date of Thursday September 15, 2005 and addressed to Joshua Levine. Copies of the reminder letter and the FedEx Label are hereto attached as **Exhibit C-7**.

14. Based on the aforementioned and **Exhibits C-1 through C-7**, it appears that copies of the Declaration of Inventorship, Patent Assignment and Published application were sent to Mr. Levine and he was reminded multiple times both via mail and e-mail to execute application documents and to return the executed documents to Goodwin Procter.

15. As of the date of this Declaration neither Applicant, Planetii, nor Applicant's legal representative (Goodwin Procter) has received executed application papers from Mr. Levine. Therefore, Mr. Levine, by his conduct, has refused to execute the Applicant's patent application and it is unlikely that he will return signed Declaration of inventorship and/or Patent assignment for the instant patent application before or after the time period for response to the Notification of Missing Requirements expires.

I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are

punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001 and that such false statements may jeopardize the validity of this document and application to which it relates.

Date:

8/16/2006

Robert Udal
Robert P. Udal

Exhibit C-1

From: "King, Patrice A" <PKing@goodwinprocter.com>
Subject: Planetii - US Patent Application
Date: April 13, 2005 6:14:59 AM CST
To: <josh@hockeystreetband.com>
Cc: "Lewis Cheng" <lewis.cheng@planetii.com>
3 Attachments, 2.3 MB [Save](#)

<<WO2004090834A2.pdf>> <<4405035_1.doc>> <<PII Assignment Rights-1.doc>>
RETURN RECEIPT REQUESTED

Via E-Mail and Federal Express

US Patent Application for ADAPTIVE ENGINE LOGIC USED IN TRAINING ACADEMIC PROFICIENCY
Appl. No.: US04/10222

Dear Joshua:

Attached please find for your review and execution a "Declaration of Inventorship" and a "Patent Assignment" for the above identified patent case. Under the United States patent laws, each inventor must sign a statutory oath or declaration of inventorship attesting that they are the first and original inventors of the claimed inventions. The patent assignment will effectuate the transfer of your rights in the invention to Planetii as set forth in your employment letter agreement with Planetii. I have also attached a copy of the published application for your review.

Please return a copy of the executed documents to our offices by e-mail or facsimile, and the original document by mail. If you have any questions, please do not hesitate to contact me.

Kindly acknowledge receipt of this e-mail.

Regards,

Patrice

Patrice Andrea King, Esq.
Associate Attorney
Goodwin Procter LLP
103 Eisenhower Parkway
Roseland, New Jersey 07068
Direct Dial 973.994.7896
General 973.992.1990
Fax: 973.992.4643
E-mail: PKing@goodwinprocter.com
URL: www.goodwinprocter.com

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[WO2004090834.pdf \(2.1 MB\)](#) [4405035_1.doc \(92.0 KB\)](#) [PII Assignment Rights-1.doc \(21.5 KB\)](#)

Exhibit C-2

Exhibit C-3

GOODWIN PROCTER

Patrice A. King
973-994-7896
pking@goodwinprocter.com

Goodwin Procter LLP
Counselors at Law
103 Eisenhower Parkway
Roseland, NJ 07068
T: 973-992-1990
F: 973-992-4643

April 13, 2005

Via E-Mail and Federal Express

Joshua Levine
20 Dudley Street - #1
Cambridge, MA 02140

**Re: U.S. Patent Application for ADAPTIVE ENGINE LOGIC USED IN TRAINING
ACADEMIC PROFICIENCY
Application No.: US 04/10222**

Dear Joshua:

Enclosed please find for your review and execution a "Declaration of Inventorship" and a "Patent Assignment" for the above identified patent case. Under the United States patent laws, each inventor must sign a statutory oath or declaration of inventorship attesting that they are the first and original inventors of the claimed inventions. The patent assignment will effectuate the transfer of your rights in the invention to Planetii as set forth in your employment letter agreement with Planetii. I have also enclosed a copy of the published application for your review.

Please return a copy of the executed documents to our offices by e-mail or facsimile, and the original document by mail. If you have any questions, please do not hesitate to contact me.

Very truly yours,

Patrice King (w/initials)

Patrice A. King, Esq.
PZK:yap
Enclosure

Exhibit C-4

GOODWIN PROCTER

Patrice A. King
973-994-7896
pking@goodwinprocter.com

Goodwin Procter LLP
Counselors at Law
103 Eisenhower Parkway
Roseland, NJ 07068
T: 973-992-1990
F: 973-992-4643

April 13, 2005

Via E-Mail and Federal Express

Joe Fusion
214 NE 29th Avenue
Portland, OR 97232

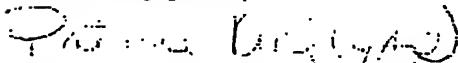
Re: U.S. Patent Application for ADVANCED VERSATILE LAYOUT AND
RENDERING SYSTEM
Application No.: US 04/10027

Dear Joe:

Pursuant to your conversation with Lewis, enclosed please find for your review and execution a "Declaration of Inventorship" and a "Patent Assignment" for the above identified patent case. Under the United States patent laws, each inventor must sign a statutory oath or declaration of inventorship attesting that they are the first and original inventors of the claimed inventions. The patent assignment will effectuate the transfer of your rights in the inventions to Planetii as set forth in your employment letter agreement with Planetii. For your convenience, I have also enclosed a copy of the published application for your review.

Please return a copy of the executed documents to our offices by e-mail or facsimile, and the original document by mail. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Patrice A. King, Esq.
PZK:yap
Enclosure

REMINDER

5-18-2005

GOODWIN PROCTER LLP
103 EISENHOWER PKWY, ROSELAND, NJ 07068

Exhibit C-5

FILE

King, Patrice A

From: King, Patrice A
Sent: Tuesday, May 17, 2005 6:18 PM
To: 'josh@hookerstreetband.com'
Cc: Barberi, Katherine
Subject: REMINDER - Planetii - US Patent Application

Importance: High

REMINDER.

-----Original Message-----

From: King, Patrice A
Sent: Tuesday, April 12, 2005 6:15 PM
To: 'josh@hookerstreetband.com'
Cc: 'Lewis Cheng'
Subject: Planetii - US Patent Application
Importance: High



WO2004090834A2.4405035_1.doc (92 KB) Pii Assignment Rights-1.doc (2...

RETURN RECEIPT REQUESTED

Via E-Mail and Federal Express

US Patent Application for ADAPTIVE ENGINE LOGIC USED IN TRAINING ACADEMIC PROFICIENCY
Appl. No.: US04/10222

Dear Joshua:

Attached please find for your review and execution a "Declaration of Inventorship" and a "Patent Assignment" for the above identified patent case. Under the United States patent laws, each inventor must sign a statutory oath or declaration of inventorship attesting that they are the first and original inventors of the claimed inventions. The patent assignment will effectuate the transfer of your rights in the invention to Planetii as set forth in your employment letter agreement with Planetii. I have also attached a copy of the published application for your review.

Please return a copy of the executed documents to our offices by e-mail or facsimile, and the original document by mail. If you have any questions, please do not hesitate to contact me.

Kindly acknowledge receipt of this e-mail.

Regards,

Patrice

Patrice Andrea King, Esq.
Associate Attorney
Goodwin Procter LLP
103 Eisenhower Parkway

Roseland, New Jersey 07068
Direct Dial: 973.994.7896
General: 973.992.1990
Fax: 973.992.4643
E-mail: pking@goodwinprocter.com
URL: www.goodwinprocter.com

Exhibit C-6

Barberi, Katherine

From: King, Patrice A
Sent: Monday, September 19, 2005 8:26 AM
To: 'josh@hookerstreetband.com'
Cc: Barberi, Katherine
Subject: FW: Planetii - US Patent Application - URGENT REMINDER

Importance: High

URGENT REMINDER - DUE OCTOBER 1, 2005

Please see below.

-----Original Message-----

From: King, Patrice A
Sent: Tuesday, April 12, 2005 6:15 PM
To: 'josh@hookerstreetband.com'
Cc: 'Lewis Cheng'
Subject: Planetii - US Patent Application
Importance: High



WO2004090834A2.4405035_1.doc (95 KB) Plu Assignment Rights-1.doc (2...

RETURN RECEIPT REQUESTED

Via E-Mail and Federal Express

US Patent Application for ADAPTIVE ENGINE LOGIC USED IN TRAINING ACADEMIC PROFICIENCY
Appl. No.: US04/10222

Dear Joshua:

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Please return a copy of the executed documents to our offices by e-mail or facsimile, and the original document by mail. If you have any questions, please do not hesitate to contact me.

Kindly acknowledge receipt of this e-mail.

Regards,

Patrice

Patrice Andrea King, Esq.
Associate Attorney

Goodwin Procter LLP
103 Eisenhower Parkway
Roseland, New Jersey 07068
Direct Dial: 973.994.7896
General: 973.992.1990
Fax: 973.992.4643
E-mail: pking@goodwinprocter.com
URL: www.goodwinprocter.com

Exhibit C-7

GOODWIN PROCTER

Patrice A. King
973-994-7896
pking@goodwinprocter.com

Goodwin Procter LLP
Counselors at Law
103 Eisenhower Parkway
Roseland, NJ 07068
T: 973-992-1990
F: 973-992-4643

April 13, 2005

REMINDER

Via E-Mail and Federal Express

DEADLINE
OCTOBER 1, 2005

Joshua Levine
20 Dudley Street - #1
Cambridge, MA 02140

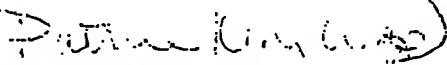
Re: U.S. Patent Application for ADAPTIVE ENGINE LOGIC USED IN TRAINING
ACADEMIC PROFICIENCY
Application No.: US 04/10222

Dear Joshua:

Enclosed please find for your review and execution a "Declaration of Inventorship" and a "Patent Assignment" for the above identified patent case. Under the United States patent laws, each inventor must sign a statutory oath or declaration of inventorship attesting that they are the first and original inventors of the claimed inventions. The patent assignment will effectuate the transfer of your rights in the invention to Planetii as set forth in your employment letter agreement with Planetii. I have also enclosed a copy of the published application for your review.

Please return a copy of the executed documents to our offices by e-mail or facsimile, and the original document by mail. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Patrice A. King, Esq.
PZK:yap
Enclosure

S|Ship - FedEx Label

Page 2 of 1



ship date
 Thu, Sep 15
to
 Joshua Levine
 20 Dudley St
 # 1
 Cambridge , MA 02140-1828
 US
 480-260-7930
residential address
 Yes
return label
 No

from
 Patrice King (07023)
 Goodwin Procter LLP
 103 Eisenhower Parkway
 Roseland , NJ 07068 US
 9739947896
billing
 Planetii USA Inc./General Patent
 and Trademark
 (102907/113712)
 Documents
operator
 Yvette Alvarez-Perez
 973-422-7907
 yperez@goodwinprocter.com
create time
 09/15/05, 3:26PM

vendor
 FedEx
tracking number
 790645971989
service
 FedEx Standard Overnight
packaging
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options
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Exhibit D

ASSIGNMENT OF RIGHTS: PATENT APPLICATION

WHEREAS, WE, Lewis Cheng, Bella Kong, and Simon Lee, each citizens of Canada, and Jason Ng and Joshua Levine, each citizens of the United States, as ASSIGNORS, residing respectively at: 2400 W. El Camino Real, #715, Mountain View, CA 94040, USA; 21732 Lindy Lane, Cupertino CA 95014, USA; Flat C, 35/F, Tower 1, Sorrento, 1 Austin Rd. West, Tsim Sha Tsui, Hong Kong; 50 Bayard Street #7M, New York, NY 10013, USA; and 20 Dudley St #1, Cambridge, MA 02140, USA; are the inventors of the invention entitled, Adaptive Engine Logic Used in Training Academic Proficiency, for which an application for a United States Patent was filed on April 2, 2003, Serial no. 60/459,773, and for which a PCT application was filed on April 2, 2004, Serial no. PCT/US04/10222 and,

WHEREAS, Planetii USA, Inc., doing business at 2400 W. El Camino Real #715, Mountain View, CA 94040, ASSIGNEE is desirous of obtaining the entire right, title and interest in, to and under the said invention and the said application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said ASSIGNORS, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title and interest in, to and under the said invention, and the said United States application and all divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof;

AND WE HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we have full right to convey the entire interest herein assigned, and that we have not executed, or will not execute, any agreement in conflict herewith.

AND WE HEREBY further covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said invention, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing, reissue and foreign applications, make all rightful oaths, and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper protection for said invention in all countries.

IN TESTIMONY WHEREOF, We hereunto set our hands and seals the day and year set opposite our respective signatures.

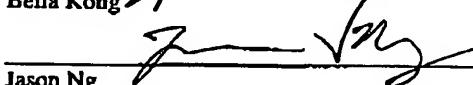
Date: 4/18/05


Lewis Cheng

Date: 04/28/05


Bella Kong

Date: 5/3/05


Jason Ng

Date: _____


Simon Lee

Date: _____


Joshua Levine

ASSIGNMENT OF RIGHTS: PATENT APPLICATION

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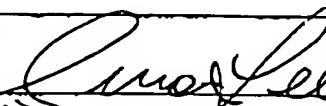
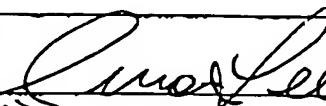
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Date: 04/28/05
Lewis ChengDate: 04/28/05
Bella Kong

Date: _____


Jason NgDate: 05/12/05
Simon Lee

Date: _____


Joshua Levine

*** RX REPORT ***

RECEPTION OK

TX/RX NO	6359
RECIPIENT ADDRESS	212 355 3333
DESTINATION ID	
ST. TIME	08/16 14:28
TIME USE	04'50
PGS.	55
RESULT	OK